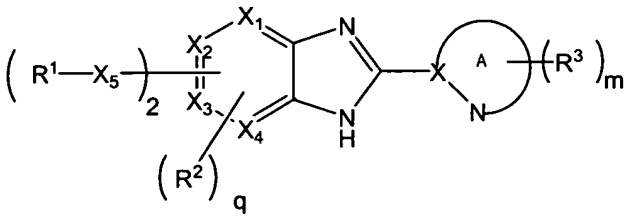
AMENDMENTS TO THE CLAIMS

Please cancel Claims 20-23. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims

1. **(Original)** A compound of a formula (I-0):



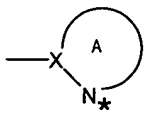
(I-0)

or a pharmaceutically acceptable salt thereof, wherein:

X represents a carbon atom or a nitrogen atom;

X_1, X_2, X_3 and X_4 each independently represent a carbon atom or a nitrogen atom;

the ring A represents a 5- or 6-membered nitrogen-containing aromatic hetero ring of a formula (II), optionally having, in the ring, from 1 to 3 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom but excepting the nitrogen atom of N* in formula II:



(II) ,

or represents a twin-ring of the nitrogen-containing aromatic hetero ring condensed with a phenyl or a pyridyl;

R^1 represents an aryl, or represents a 4- to 10-membered, monocyclic or twin-cyclic hetero ring having, in the ring, from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an

oxygen atom and R^1 may be independently substituted with from 1 to 3 R^4's, and when said hetero ring is an aliphatic hetero ring, then it may have 1 or 2 double bonds;

R^2 independently represents a hydroxy, a formyl, $-CH_{3-a}F_a$, $-OCH_{3-a}F_a$, an amino, CN, a halogen, a C_{1-6} alkyl or $-(CH_2)_{1-4}OH$;

R^3 represents a $-C_{1-6}$ alkyl, $-(CH_2)_{1-6}-OH$, a $-C(O)-OC_{1-6}$ alkyl, a $-(CH_2)_{1-6}-OC_{1-6}$ alkyl, $-(CH_2)_{1-6}-NH_2$, a cyano, a $-C(O)-C_{1-6}$ alkyl, a halogen, a $-C_{2-6}$ alkenyl, an $-OC_{1-6}$ alkyl, -COOH, -OH or an oxo;

R^4 independently represents a $-C_{1-6}$ alkyl and the alkyl may be substituted with the same or different, from 1 to 3 hydroxyls, halogens, $-OC(O)-C_{1-6}$ alkyls and the alkyl may be substituted with from 1 to 3 halogens or $-OC_{1-6}$ alkyls,

a $-C_{3-7}$ cycloalkyl,

a $-C_{2-6}$ alkenyl,

$-C(O)-N(R^{51})R^{52}$,

$-S(O)_2-N(R^{51})R^{52}$,

an $-O-C_{1-6}$ alkyl and the C_{1-6} alkyl may be substituted with a halogen or $N(R^{51})R^{52}$,

an $-S(O)_{0-2}-C_{1-6}$ alkyl,

a $-C(O)-C_{1-6}$ alkyl and the C_{1-6} alkyl may be substituted with a halogen, an amino, CN, a hydroxy, an $-O-C_{1-6}$ alkyl, $-CH_{3-a}F_a$, an $-OC(O)-C_{1-6}$ alkyl, an $-N(C_{1-6}$ alkyl$)C(O)O-C_{1-6}$ alkyl, an $-NH-C(O)O-C_{1-6}$ alkyl, a phenyl, $-N(R^{51})R^{52}$, an $-NH-C(O)-C_{1-6}$ alkyl, an $-N(C_{1-6}$ alkyl$)-C(O)-C_{1-6}$ alkyl or an $-NH-S(O)_{0-2}-C_{1-6}$ alkyl,

a $-C(S)-C_{3-7}$ cycloalkyl,

a $-C(S)-C_{1-6}$ alkyl,

a $-C(O)-O-C_{1-6}$ alkyl,

$-(CH_2)_{0-4}-N(R^{53})-C(O)-R^{54}$,

$-N(R^{53})-C(O)-O-R^{54}$,

a -C(O)-aryl optionally substituted with a halogen,

a -C(O)-aromatic hetero ring,

a -C(O)-aliphatic hetero ring,

a hetero ring and the hetero ring may be substituted with a -C_{1-6} alkyl optionally substituted with a halogen or an -O-C_{1-6} alkyl,

a phenyl optionally substituted with a halogen, a -C_{1-6} alkyl, an -O-C_{1-6} alkyl,

a halogen, CN, a formyl, COOH, an amino, an oxo, a hydroxy, a hydroxyamidino or a nitro;

R^{51} and R^{52} each independently represent a hydrogen atom, a -C_{1-6} alkyl; or the nitrogen atom, R^{51} and R^{52} together form a 4- to 7-membered hetero ring;

R^{53} represents a hydrogen atom or a -C_{1-6} alkyl,

R^{54} represents a -C_{1-6} alkyl, or

the alkyls for R^{53} and R^{54} and -N-C(O)- together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring, or

the alkyls for R^{53} and R^{54} and -N-C(O)-O- together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring and the aliphatic hetero ring may be substituted with an oxo, or the aliphatic hetero ring may have 1 or 2 double bonds in the ring;

X_5 represents -O-, -S-, -S(O)-, -$S(O)_2$-, a single bond or an -O-C_{1-6}-alkyl;

a independently indicates an integer of 1, 2 or 3;

q indicates an integer of from 0 to 2;

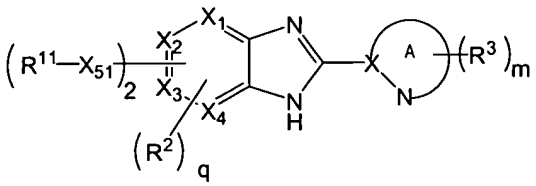
m indicates an integer of from 0 to 2;

excepting a case where one of X_5's is -O-, -S-, -S(O)- or -$S(O)_2$-, and the other of X_5's is a single bond, and R^1 is an aryl optionally substituted with from 1 to 3 R^4's, or a nitrogen-containing aromatic hetero ring having

2. **(Original)** A compound as claimed in claim 1, or a pharmaceutically acceptable salt thereof, wherein X_1 to X_4 are all carbon atoms.

3. **(Original)** A compound as claimed in claim 1, or a pharmaceutically acceptable salt thereof, wherein X_5 is -O-, -S-, -S(O)-, $-S(O)_2-$ or a single bond.

4. **(Amended)** A compound as claimed in 1, which is represented by a formula (I-1):



(I-1)

or a pharmaceutically acceptable salt thereof, wherein:

R^{11} represents a phenyl optionally substituted with from 1 to 3 $R^{4'}$s, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 $R^{4'}$s; and X_{51} represents -O-, -S-, -S(O)- or $-S(O)_2-$[; and the other symbols have the same meanings as above].

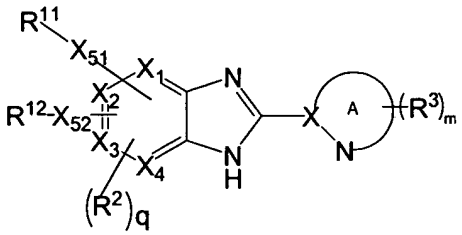
5. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein R^{11}'s are both phenyls optionally substituted with from 1 to 3 $R^{4'}$s.

6. **(Original)** A compound as claimed in claim 4,or a pharmaceutically acceptable salt thereof, wherein R^{11}'s are both 5- or 6-membered nitrogen-containing aromatic hetero rings having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 $R^{4'}$s.

7. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein one of R^{11}'s is a phenyl optionally substituted with from 1 to 3 $R^{4'}$s, and the other of R^{11}'s is a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group

7. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein one of R^{11}'s is a phenyl optionally substituted with from 1 to 3 R^{4}'s, and the other of R^{11}'s is a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R^{4}'s.

8. **(Amended)** A compound as claimed in claim 1, which is represented by a formula (I-2):



(I-2)

or a pharmaceutically acceptable salt thereof, wherein:

R^{11} represents a phenyl optionally substituted with from 1 to 3 R^{4}'s, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R^{4}'s; and

R^{12} represents a 4- to 7-membered nitrogen-containing hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and R^{12} may be substituted with from 1 to 3 R^{4}'s, and when the hetero ring is an aliphatic hetero ring, then it may have 1 or 2 double bonds;

X_{51} represents -O-, -S-, -S(O)- or -$S(O)_2$-;

X_{52} represents -O-, -S-, -S(O)-, -$S(O)_2$- or a single bond[; and the other symbols have the same meanings as above].

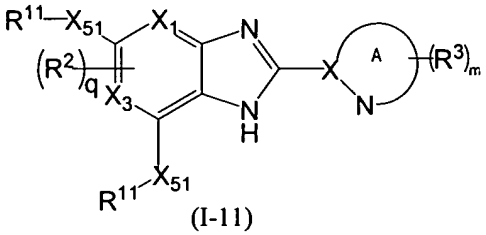
9. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 4- to 7-membered saturated nitrogen-containing aliphatic hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 $R^{4'}$s, and X_{52} is a single bond; or R^{12} represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, as the atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom, and having, in the ring, 1 or 2 double bonds and the 5- to 7-membered hetero ring may be substituted with from 1 to 3 $R^{4'}$s, and X_{52} is -O-, -S-, -S(O)- or $-S(O)_2-$.

10. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 4- to 7-membered saturated nitrogen-containing aliphatic hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 $R^{4'}$s, and X_{52} is a single bond.

11. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, as the atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom, and having, in the ring, 1 or 2 double bonds and the 5- to 7-membered hetero ring may be substituted with from 1 to 3 $R^{4'}$s, and X_{52} is -O-, -S-, -S(O)- or $-S(O)_2-$.

having, in the ring, 1 or 2 double bonds and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 R^{4}'s, and X_{52} is -O-.

13. **(Amended)** A compound as claimed in claim 3, or a pharmaceutically acceptable salt thereof of formula (I-1), which is represented by a formula (I-11):

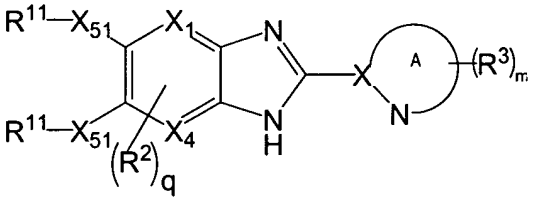


(I-11)

[and in the formula, the symbols have the same meanings as above].

14. **(Amended)** A compound as claimed in claim 13, or a pharmaceutically acceptable salt thereof, wherein **both** X_{51}'s are [both] -O-.

15. **(Amended)** A compound or a pharmaceutically acceptable salt thereof of formula (I-1) which is represented by a formula (I-12):



(I-12)

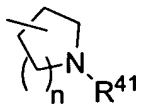
[and in the formula, the symbols have the same meanings as above].

16. **(Amended)** A compound as claimed in claim 15, or a pharmaceutically acceptable salt thereof, wherein **both** X_{51}'s are [both] -O-.

17. **(Original)** A compound as claimed in claim 10, or a pharmaceutically acceptable salt thereof, wherein R^{12} is represented by a formula (III-1):

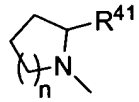
16. **(Amended)** A compound as claimed in claim 15, or a pharmaceutically acceptable salt thereof, wherein **both** X_{51}'s are [both] -O-.

17. **(Original)** A compound as claimed in claim 10, or a pharmaceutically acceptable salt thereof, wherein R^{12} is represented by a formula (III-1):



(III-1)

or a formula (III-2):



(III-2)

and the formulae, n indicates an integer of from 1 to 3; R^{41} has the same meaning as that of R^4.

18. **(Amended)** A compound **in accordance with claim 1** [as claimed in any one of claims 1 to 17, or a pharmaceutically acceptable salt thereof,] wherein the ring A is a thiazolyl, an imidazolyl, an isothiazolyl, a thiadiazolyl, an oxadiazolyl, a triazolyl, an oxazolyl, an isoxazolyl, a pyrazinyl, a pyridyl, a pyridazinyl, a pyrazolyl or a pyrimidinyl, which may be substituted with from 1 to 3 R^4's.

19. **(Amended)** A compound of formula (I-0), **in accordance with claim 1** which is the following compound:

5-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-6-(2-carbamoyl-phenoxy)-1H-benzimidazole,

5-(2-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-(methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-carbamoyl-phenoxy)-2-pyrazin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-phenoxy)-2-pyridin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-(1-methyl-1H-pyrazol-3-yl)-1H-benzimidazole,

5-(2-cyano-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-phenoxy)-2-(1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,3-difluoro-phenoxy)-2-(1-methyl-1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,4-difluoro-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,5-difluoro-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-(1-methyl-1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-fluoropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-chloropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-chloropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-cyanopyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-pyridin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-cyano-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-carbamoyl-phenoxy)-2-pyrazin-2-yl-6-(4-ethanesulfonyl-phenoxy)-1H-benzimidazole,

5-(2-fluoro-6-cyano-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-(tetrazol-5-yl)-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-difluoromethoxypyridin-3-yloxy)-6-(3-chloro-4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2-fluoro-phenoxy)-2-(pyridin-2-yl)-6-(4-methanesulfonyl-phenoxy)-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(1-methyl-2-oxo-1,2-dihydro-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-(1H-pyrazol-3-yl)-1H-benzimidazole,

4-(2-fluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2,3-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2,5-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2-cyano-6-fluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2-cyano-6-fluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2-cyano-6-fluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

1-(2-(6-(5-bromo-pyridin-2-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-hydroxymethyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidine-1-carboxamide,

2-hydroxy-1-(2-(6-(4-methanesulfonyl-1-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-fluoro-1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazole-5-yloxy)pyridine-2-carbonitrile,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-2-methylamino-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-(1H-pyrazol-3-yl)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(4-fluoro-2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yloxy)-pyridin-2-yl)-acetamide,

1-(2-(2-(5-bromo-pyridin-2-yl)-6-(4-methanesulfonyl-phenoxy)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(2-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-1-yl)-2-oxo-ethyl)-acetamide,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(methoxymethyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol monotrifluoroacetate,

1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)pyridin-2(1H)-one,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

(2-(2-(5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethyl)methylamine,

6-(1-acetylpyrrolidin-2-yl)-5-((6-([1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(1-acetyl-3-fluoropyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(1-acetyl-5-methylpyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(6-methoxymethylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethanol,

2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidine-1-carboxamide,

5'-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)-2H-1,2'-bipyridin-2-one,

3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidin-2-one,

6-(1-acetylpyrrolidin-2-yl)-5-((6-methylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetyl-3-fluoropyrrolidin-2-yl)-5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidine-2-one,

6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,

1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)ethanone,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(5-methyl-[1,2,4]-oxadiazol-3-yl)phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

N-methyl-2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethanamine,

6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-((6-(methoxymethyl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,

1-(1-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-2-yl)-ethanone,

1-(1-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)-ethanone,

1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)ethanone, or

1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-4-fluoro-pyrrolidin-2-yl)-ethanone, or a pharmaceutically acceptable salt thereof.

20-23. Cancelled.

24. **(New)** A pharmaceutical composition comprising a compound in accordance with claim 1 in combination with a pharmaceutically acceptable carrier.

25. **(New)** A method of treating type 2 diabetes in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 1 in an amount that is effective to treat type 2 diabetes.

26. **(New)** A method of treating obesity in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 1 in an amount that is effective to treat obesity.